



GKN plc
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04030931

1 June 2004

The United States Securities and Exchange Commission

Exemption File 82-5204

Division of Corporate Finance

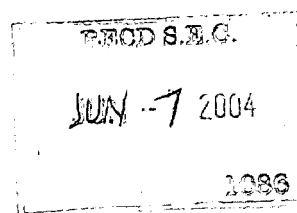
Room 3094 (3-6)

450 5th Street

Northwest

Washington DC 20549

USA



New GKN PLC

Dear Sirs,

GKN plc - Notification of Directors' Interests

SUPPL

For your information I enclose a copy of the above announcement.

Yours faithfully,

S. Decker

pp **David Pavey**
Assistant Company Secretary

PROCESSED

JUN 22 2004

**THOMSON
FINANCIAL**

Enc.

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NOTIFICATION OF INTERESTS OF DIRECTORS AND CONNECTED PERSONS

RECD S.E.C.

All relevant boxes should be completed in block capital letters.

JUN - 7 2004

| | | | |
|----|-----------------|----|------------------|
| 1. | Name of company | 2. | Name of director |
| | GKN PLC | | R D BROWN |

1086

| | | | |
|----|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|------------------------------------------------------------------------------------------------------------------------|
| 3. | Please state whether notification indicates that it is in respect of holding of the shareholder named in 2 above or in respect of a non-beneficial interest or in the case of an individual holder if it is a holding of that person's spouse or children under the age of 18 or in respect of a non-beneficial interest | 4. | Name of the registered holder(s) and, if more than one holder, the number of shares held by each of them (if notified) |
| | DIRECTOR | | DIRECTOR |

| | | | |
|----|--------------------------------------------------------------------------------------------------------------------------------------------|----|-------------------------------------------------------------------------------------------------------------------------------------------------------|
| 5. | Please state whether notification relates to a person(s) connected with the director named in 2 above and identify the connected person(s) | 6. | Please state the nature of the transaction. For PEP transactions please indicate whether general/single co PEP and if discretionary/non discretionary |
| | DIRECTOR | | PURCHASE OF SHARES |

| | | | | | | | |
|----|-------------------------------------------|----|----------------------------|----|-------------------------------------------|-----|----------------------------|
| 7. | Number of shares/amount of stock acquired | 8. | Percentage of issued class | 9. | Number of shares/amount of stock disposed | 10. | Percentage of issued class |
| | 22,246 | | LESS THAN 0.01% | | | | |

| | | | | | | | |
|-----|-----------------------------|-----|-----------------|-----|---------------------|-----|-----------------------|
| 11. | Class of security | 12. | Price per share | 13. | Date of transaction | 14. | Date company informed |
| | ORDINARY SHARES OF 50P EACH | | 224.75 PENCE | | 28 MAY 2004 | | 28 MAY 2004 |

| | | | |
|-----|-------------------------------------------|-----|----------------------------------------------------------------------|
| 15. | Total holding following this notification | 16. | Total percentage holding of issued class following this notification |
| | 24,264 | | LESS THAN 0.01% |

If a director has been granted options by the company please complete the following boxes.

| | | | |
|-----|---------------|-----|----------------------------------------------------------|
| 17. | Date of grant | 18. | Period during which or date on which options exercisable |
| | | | |

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| | | | |
|-----|----------------------------------------------------|-----|----------------------------------------------------------------|
| 19. | Total amount paid (if any) for grant of the option | 20. | Description of shares or debentures involved: class, number |
| | | | |

| | | | |
|-----|--------------------------------------------------------------------------------------------------------------|-----|---------------------------------------------------------------------------------------------|
| 21. | Exercise price (if fixed at time of grant) or indication that price is to be fixed at time of exercise | 22. | Total number of shares or debentures over which options held following this notification |
| | | | |

| | | | |
|-----|----------------------------|-----|-----------------------------------------------------|
| 23. | Any additional information | 24. | Name of contact and telephone number for queries |
| | | | DAVID PAVEY 01527 533295 |

| | |
|-----|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 25. | Name and signature of authorised company official responsible for making this notification DAVID PAVEY ASSISTANT SECRETARY Date of notification 28 MAY 2004 |
|-----|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

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